



# HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2009

OF THE CONDITION AND AFFAIRS OF THE

## Aetna Health Inc. (a Maine corporation)

NAIC Group Code ..... 0001 0001 NAIC Company Code ..... 95517 Employer's ID Number ..... 01-0504252  
(Current Period) (Prior Period)

Organized under the Laws of **Maine**

State of Domicile or Port of Entry ..... **Maine**

Country of Domicile ..... **United States**

Licensed as business type: Life, Accident & Health [ ]

Property/Casualty [ ]

Hospital, Medical & Dental Service or Indemnity [ ]

Dental Service Corporation [ ]

Vision Service Corporation [ ]

Health Maintenance Organization [X]

Other [ ]

Is HMO Federally Qualified? Yes [ ]

No [X]

Incorporated/Organized ..... **October 3, 1995**

Commenced Business ..... **April 10, 1996**

Statutory Home Office ..... **175 Running Hill Road, Suite 301**

**South Portland ME 04106-3220**

(Street and Number)

(City, State and Zip Code)

Main Administrative Office ..... **980 Jolly Road**

(Street and Number)

..... **Blue Bell PA 19422-1904**

(City, State and Zip Code)

..... **800-872-3862**

(Area Code) (Telephone Number)

Mail Address ..... **980 Jolly Road, U11S**

(Street and Number or P. O. Box)

..... **Blue Bell PA 19422-1904**

(City, State and Zip Code)

Primary Location of Books and Records ..... **980 Jolly Road**

(Street and Number)

..... **Blue Bell PA 19422-1904**

(City, State and Zip Code)

..... **800-872-3862**

(Area Code) (Telephone Number)

Internet Website Address ..... **www.aetna.com**

Statutory Statement Contact ..... **Alicia Helene Bolton**

(Name)

..... **215-775-6508**

(Area Code) (Telephone Number) (Extension)

..... **Aetna.HMOReporting@aetna.com**

(E-mail Address)

..... **215-775-6790**

(Fax Number)

### OFFICERS

**Michael Wayne Hudson, President**

**OTHER**

**Elaine Rose Cofrancesco, Treasurer**

**Edward Chung-I Lee, Vice President and Secretary**

**Gregory Stephen Martino, Vice President**

**Alicia Helene Bolton, Principal Financial Officer and Controller**

**Kevin James Casey, Senior Investment Officer**

**Dawn Marie Schoen, Assistant Controller**

### DIRECTORS OR TRUSTEES

**Paul Joseph Casey #**

**Michael Edward Morris**

**David Andrew Swords**

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manuals except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)

**Michael Wayne Hudson**  
President

(Signature)

**Edward Chung-I Lee**  
Vice President and Secretary@

(Signature)

**Alicia Helene Bolton**  
Principal Financial Officer and Controller@@

State of..... Connecticut

County of.....

Subscribed and sworn to before me this

\_\_\_ day of \_\_\_\_\_ 2009

State of..... Connecticut

County of..... Hartford

@Subscribed and sworn to before me this

\_\_\_ day of \_\_\_\_\_ 2009

State of..... Pennsylvania

County of..... Montgomery

@@Subscribed and sworn to before me this

\_\_\_ day of August 2009

NOTARY PUBLIC (Seal)

NOTARY PUBLIC (Seal)

NOTARY PUBLIC (Seal)

- a. Is this an original filing? Yes [X] No [ ]
- b. If no: 1. State the amendment number...
- 2. Date filed .....
- 3. Number of pages attached .....

Statement as of June 30, 2009 of the Aetna Health Inc. (a Maine corporation)

**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	24,905,350	0	24,905,350	28,181,793
2. Stocks:				
2.1 Preferred stocks.....	0	0	0	0
2.2 Common stocks.....	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens.....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....	0	0	0	0
4.2 Properties held for the production of income (less \$.....0 encumbrances).....	0	0	0	0
4.3 Properties held for sale (less \$.....0 encumbrances).....	0	0	0	0
5. Cash (\$.....0), cash equivalents (\$....4,623,236) and short-term investments (\$....1,565).....	4,624,801	0	4,624,801	12,713,898
6. Contract loans (including \$.....0 premium notes).....	0	0	0	0
7. Other invested assets.....	0	0	0	0
8. Receivables for securities.....	0	0	0	0
9. Aggregate write-ins for invested assets.....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9).....	29,530,151	0	29,530,151	40,895,691
11. Title plants less \$.....0 charged off (for Title insurers only).....	0	0	0	0
12. Investment income due and accrued.....	277,755	0	277,755	367,894
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection.....	1,955,015	177,549	1,777,466	1,134,971
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	0	0	0	0
13.3 Accrued retrospective premiums.....	0	0	0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers.....	0	0	0	0
14.2 Funds held by or deposited with reinsured companies.....	0	0	0	0
14.3 Other amounts receivable under reinsurance contracts.....	0	0	0	0
15. Amounts receivable relating to uninsured plans.....	0	0	0	0
16.1 Current federal and foreign income tax recoverable and interest thereon.....	1,189,127	0	1,189,127	2,992,054
16.2 Net deferred tax asset.....	3,165,058	1,987,592	1,177,466	1,276,747
17. Guaranty funds receivable or on deposit.....	0	0	0	0
18. Electronic data processing equipment and software.....	0	0	0	0
19. Furniture and equipment, including health care delivery assets (\$.....0).....	0	0	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates.....	0	0	0	0
21. Receivables from parent, subsidiaries and affiliates.....	2,565,024	0	2,565,024	0
22. Health care (\$....173,426) and other amounts receivable.....	173,426	0	173,426	181,193
23. Aggregate write-ins for other than invested assets.....	19,967	0	19,967	35,571
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 through 23).....	38,875,523	2,165,141	36,710,382	46,884,121
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0	0
26. Total (Lines 24 and 25).....	38,875,523	2,165,141	36,710,382	46,884,121

**DETAILS OF WRITE-INS**

0901.....	0	0	0	0
0902.....	0	0	0	0
0903.....	0	0	0	0
0998. Summary of remaining write-ins for Line 9 from overflow page.....	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	0	0	0	0
2301. Current State Income Tax Receivable.....	13,330	0	13,330	0
2302. Medicare Part D Low Income Cost Share Receivable.....	6,637	0	6,637	9,582
2303. Medicare Part D Catastrophic Coverage Receivable.....	0	0	0	25,989
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	19,967	0	19,967	35,571

**Statement as of June 30, 2009 of the Aetna Health Inc. (a Maine corporation)**  
**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	12,214,007	218,957	12,432,964	12,878,051
2. Accrued medical incentive pool and bonus amounts.....	0	0	0	0
3. Unpaid claims adjustment expenses.....	232,416	0	232,416	249,122
4. Aggregate health policy reserves.....	48,629	0	48,629	651,096
5. Aggregate life policy reserves.....	0	0	0	0
6. Property/casualty unearned premium reserve.....	0	0	0	0
7. Aggregate health claim reserves.....	187,993	0	187,993	210,678
8. Premiums received in advance.....	0	0	0	0
9. General expenses due or accrued.....	0	0	0	15,507
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	0	0	0	0
10.2 Net deferred tax liability.....	0	0	0	0
11. Ceded reinsurance premiums payable.....	0	0	0	0
12. Amounts withheld or retained for the account of others.....	0	0	0	0
13. Remittances and items not allocated.....	0	0	0	0
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates.....	1,014,601	0	1,014,601	2,928,761
16. Payable for securities.....	0	0	0	0
17. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers).....	0	0	0	0
18. Reinsurance in unauthorized companies.....	0	0	0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates.....	0	0	0	0
20. Liability for amounts held under uninsured plans.....	0	0	0	0
21. Aggregate write-ins for other liabilities (including \$.....0 current).....	51,187	0	51,187	9,400,000
22. Total liabilities (Lines 1 to 21).....	13,748,833	218,957	13,967,790	26,333,215
23. Aggregate write-ins for special surplus funds.....	XXX	XXX	0	0
24. Common capital stock.....	XXX	XXX	1,000,000	1,000,000
25. Preferred capital stock.....	XXX	XXX	0	0
26. Gross paid in and contributed surplus.....	XXX	XXX	9,700,000	9,700,000
27. Surplus notes.....	XXX	XXX	0	0
28. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	0	0
29. Unassigned funds (surplus).....	XXX	XXX	12,042,592	9,850,906
30. Less treasury stock, at cost:				
30.1 .....0.000 shares common (value included in Line 24 \$.....0).....	XXX	XXX	0	0
30.2 .....0.000 shares preferred (value included in Line 25 \$.....0).....	XXX	XXX	0	0
31. Total capital and surplus (Lines 23 to 29 minus Line 30).....	XXX	XXX	22,742,592	20,550,906
32. Total liabilities, capital and surplus (Lines 22 and 31).....	XXX	XXX	36,710,382	46,884,121

**DETAILS OF WRITE-INS**

2101. Medicare Part D Catastrophic Coverage Payable.....	42,691	0	42,691	0
2102. CMS Risk Sharing Payable.....	8,496	0	8,496	0
2103. Dividend Payable.....	0	0	0	9,400,000
2198. Summary of remaining write-ins for Line 21 from overflow page.....	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above).....	51,187	0	51,187	9,400,000
2301. ....			0	0
2302. ....			0	0
2303. ....			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page.....	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	XXX	XXX	0	0
2801. ....			0	0
2802. ....			0	0
2803. ....			0	0
2898. Summary of remaining write-ins for Line 28 from overflow page.....	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above).....	XXX	XXX	0	0

**Statement as of June 30, 2009 of the Aetna Health Inc. (a Maine corporation)**  
**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX.....	161,046	203,794	392,279
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	69,317,679	77,691,016	152,271,311
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....	29,245	31,248	46,459
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX.....	.0	.0	.0
5. Risk revenue.....	XXX.....	.0	.0	.0
6. Aggregate write-ins for other health care related revenues.....	XXX.....	.0	.0	.0
7. Aggregate write-ins for other non-health revenues.....	XXX.....	.0	.0	.0
8. Total revenues (Lines 2 to 7).....	XXX.....	69,346,924	77,722,264	152,317,770
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits.....	462,929	48,669,182	53,659,520	104,010,051
10. Other professional services.....	.0	.0	.0	.0
11. Outside referrals.....	515,788	515,788	594,757	1,129,596
12. Emergency room and out-of-area.....	60,178	3,008,886	3,583,557	6,912,797
13. Prescription drugs.....	.0	7,398,953	8,321,448	16,171,330
14. Aggregate write-ins for other hospital and medical.....	.0	.0	.0	.0
15. Incentive pool, withhold adjustments and bonus amounts.....	.0	.0	.0	.0
16. Subtotal (Lines 9 to 15).....	1,038,895	59,592,809	66,159,282	128,223,774
<b>Less:</b>				
17. Net reinsurance recoveries.....	.0	.0	232,111	232,111
18. Total hospital and medical (Lines 16 minus 17).....	1,038,895	59,592,809	65,927,171	127,991,663
19. Non-health claims (net).....	.0	.0	.0	.0
20. Claims adjustment expenses, including \$....445,971 cost containment expenses.....	.0	1,191,856	1,389,345	2,564,475
21. General administrative expenses.....	.0	7,183,241	8,553,294	16,479,229
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....	.0	(573,223)	302,869	552,825
23. Total underwriting deductions (Lines 18 through 22).....	1,038,895	67,394,683	76,172,679	147,588,192
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	1,952,241	1,549,585	4,729,578
25. Net investment income earned.....	.0	873,438	1,249,526	2,331,384
26. Net realized capital gains (losses) less capital gains tax of \$....(250,007).....	.0	(455,780)	(556,204)	(910,129)
27. Net investment gains or (losses) (Lines 25 plus 26).....	.0	417,658	693,322	1,421,255
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....	.0	.0	.0	.0
29. Aggregate write-ins for other income or expenses.....	.0	.0	.0	.0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX.....	2,369,899	2,242,907	6,150,833
31. Federal and foreign income taxes incurred.....	XXX.....	51,057	733,884	(2,189,778)
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	2,318,842	1,509,023	8,340,611

**DETAILS OF WRITE-INS**

0601. ....	XXX.....	.0	.0	.0
0602. ....	XXX.....	.0	.0	.0
0603. ....	XXX.....	.0	.0	.0
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX.....	.0	.0	.0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX.....	.0	.0	.0
0701. ....	XXX.....	.0	.0	.0
0702. ....	XXX.....	.0	.0	.0
0703. ....	XXX.....	.0	.0	.0
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX.....	.0	.0	.0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX.....	.0	.0	.0
1401. ....	.0	.0	.0	.0
1402. ....	.0	.0	.0	.0
1403. ....	.0	.0	.0	.0
1498. Summary of remaining write-ins for Line 14 from overflow page.....	.0	.0	.0	.0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	.0	.0	.0	.0
2901. ....	.0	.0	.0	.0
2902. ....	.0	.0	.0	.0
2903. ....	.0	.0	.0	.0
2998. Summary of remaining write-ins for Line 29 from overflow page.....	.0	.0	.0	.0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	.0	.0	.0	.0

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	20,550,906	30,504,996	30,504,996
34. Net income or (loss) from Line 32.....	2,318,842	1,509,023	8,340,611
35. Change in valuation basis of aggregate policy and claim reserves.....	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0.....	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....	0	0	0
38. Change in net deferred income tax.....	(561,754)	148,546	(530,482)
39. Change in nonadmitted assets.....	434,598	(158,650)	248,366
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	0
44. Capital changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....	0	0	0
46. Dividends to stockholders.....	0	(9,000,000)	(18,400,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	387,415
48. Net change in capital and surplus (Lines 34 to 47).....	2,191,686	(7,501,081)	(9,954,090)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	22,742,592	23,003,915	20,550,906

**DETAILS OF WRITE-INS**

4701. Correction of Error - Current Federal Taxes.....	0	0	387,415
4702. ....	0	0	0
4703. ....	0	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	0	0	387,415

Statement as of June 30, 2009 of the Aetna Health Inc. (a Maine corporation)

**CASH FLOW**

	1 Current Year to Date	2 Prior Year Ended December 31
<b>CASH FROM OPERATIONS</b>		
1. Premiums collected net of reinsurance.....	68,647,309	152,517,063
2. Net investment income.....	805,599	2,086,246
3. Miscellaneous income.....	0	0
4. Total (Lines 1 through 3).....	69,452,908	154,603,309
5. Benefit and loss related payments.....	60,052,813	129,248,871
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	8,407,310	19,058,545
8. Dividends paid to policyholders.....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	(2,001,877)	1,243,853
10. Total (Lines 5 through 9).....	66,458,246	149,551,269
11. Net cash from operations (Line 4 minus Line 10).....	2,994,662	5,052,040
<b>CASH FROM INVESTMENTS</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	8,795,189	8,753,912
12.2 Stocks.....	0	0
12.3 Mortgage loans.....	0	0
12.4 Real estate.....	0	0
12.5 Other invested assets.....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	131	0
12.7 Miscellaneous proceeds.....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	8,795,320	8,753,912
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	6,066,686	3,089,218
13.2 Stocks.....	0	0
13.3 Mortgage loans.....	0	0
13.4 Real estate.....	0	0
13.5 Other invested assets.....	0	0
13.6 Miscellaneous applications.....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	6,066,686	3,089,218
14. Net increase (decrease) in contract loans and premium notes.....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	2,728,634	5,664,694
<b>CASH FROM FINANCING AND MISCELLANEOUS SOURCES</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds.....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0
16.5 Dividends to stockholders.....	9,400,000	9,000,000
16.6 Other cash provided (applied).....	(4,412,393)	3,524,213
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(13,812,393)	(5,475,787)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(8,089,097)	5,240,947
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	12,713,898	7,472,951
19.2 End of period (Line 18 plus Line 19.1).....	4,624,801	12,713,898
Note: Supplemental disclosures of cash flow information for non-cash transactions:		
20.0001 .....	0	0

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at End of:</b>										
1. Prior Year.....	29,768	8	29,190	0	0	0	0	570	0	0
2. First Quarter.....	26,388	14	25,041	0	0	0	0	1,333	0	0
3. Second Quarter.....	26,055	17	24,514	0	0	0	0	1,524	0	0
4. Third Quarter.....	0	0	0	0	0	0	0	0	0	0
5. Current Year.....	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months.....	161,046	87	152,798	0	0	0	0	8,161	0	0
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician.....	110,413	56	97,922	0	0	0	0	12,435	0	0
8. Non-Physician.....	42,597	23	40,223	0	0	0	0	2,351	0	0
9. Total.....	153,010	79	138,145	0	0	0	0	14,786	0	0
10. Hospital Patient Days Incurred.....	3,263	15	2,574	0	0	0	0	674	0	0
11. Number of Inpatient Admissions.....	880	4	724	0	0	0	0	152	0	0
12. Health Premiums Written (a).....	69,317,679	77,799	63,518,401	0	0	0	0	5,721,479	0	0
13. Life Premiums Direct.....	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written.....	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned.....	69,346,924	77,799	63,547,646	0	0	0	0	5,721,479	0	0
16. Property/Casualty Premiums Earned.....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	60,052,814	148,918	55,830,319	0	0	0	0	4,073,577	0	0
18. Amount Incurred for Provision of Health Care Services.....	59,592,809	146,129	54,784,566	0	0	0	0	4,662,114	0	0

007

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees \$....5,721,479.

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
<b>Claims Unpaid (Reported)</b>						
Aging estimated based on claims in process of adjudication as of 6/30/09.....	0	0	0	0	0	0
0199999. Individually Listed Claims Unpaid.....	0	0	0	0	0	0
0299999. Aggregate Accounts Not Individually Listed-Uncovered.....	14,700	13	0	0	138	14,851
0399999. Aggregate Accounts Not Individually Listed-Covered.....	2,116,653	103	631	320	2,606	2,120,313
0499999. Subtotals.....	2,131,353	116	631	320	2,744	2,135,164
0599999. Unreported Claims and Other Claim Reserves.....						10,297,800
0799999. Total Claims Unpaid.....						12,432,964

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

**UNDERWRITING AND INVESTMENT EXHIBIT**

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....	11,505,400	44,473,837	878,166	10,614,969	12,383,566	12,565,046
2. Medicare Supplement.....	0	0	0	0	0	0
3. Dental only.....	0	0	0	0	0	0
4. Vision only.....	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan.....	0	0	0	0	0	0
6. Title XVIII - Medicare.....	193,693	3,879,884	18,099	1,109,723	211,792	523,683
7. Title XIX - Medicaid.....	0	0	0	0	0	0
8. Other health.....	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8).....	11,699,093	48,353,721	896,265	11,724,692	12,595,358	13,088,729
10. Healthcare receivables (a).....	0	173,426	0	0	0	181,193
11. Other non-health.....	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts.....	0	0	0	0	0	0
13. Totals.....	11,699,093	48,180,295	896,265	11,724,692	12,595,358	12,907,536

600

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

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## NOTES TO FINANCIAL STATEMENTS

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### **Note 1 - Summary of Significant Accounting Policies**

#### Accounting practices

The accompanying statutory financial statements of Aetna Health Inc. (a Maine corporation) (the "Company") have been prepared in conformity with accounting practices prescribed or permitted by the Maine Department of Professional and Financial Regulation, Bureau of Insurance ("Maine Department") ("Maine Accounting Practices"). The Maine Department recognizes only statutory accounting practices prescribed or permitted by the State of Maine for determining and reporting the financial condition and results of operations of an insurance company, which include accounting practices and procedures adopted by the National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures Manual* ("NAIC SAP"). The Company's net income and capital and surplus as stated on a NAIC SAP basis and on the basis of practices prescribed or permitted by the State of Maine were the same as of and for the period ending June 30, 2009.

The Maine Accounting Practices prescribed vary from U.S. generally accepted accounting principles ("GAAP"). The primary differences include:

- Certain assets, designated as nonadmitted assets (in part, premium funds receivable, which are nonadmitted in accordance with Statements of Statutory Accounting Principles ("SSAP") No. 6, *Uncollected Premium Balances, Bills Receivable for Premiums, and Amounts Due From Agents and Brokers*) are not recorded as assets, but are charged to surplus. Thus, nonadmitting premium funds receivable eliminates the need for a separate allowance for doubtful accounts which is utilized under GAAP;
- Bonds are recorded at amortized cost except for those with an NAIC designation of 3 through 6, which are reported at the lower of amortized cost or fair value. Therefore, changes in unrealized gains and losses for those securities held at amortized cost are not reflected in the financial statements. Under GAAP, bonds classified as available for sale are recorded at fair value, and related changes in unrealized gains and losses are recorded as a component of equity, net of deferred Federal income taxes;
- Deferred tax assets and liabilities are determined and admitted in accordance with SSAP No. 10, *Income Taxes*. Changes in net deferred tax assets and liabilities are reflected as changes in surplus. Under GAAP, such assets and liabilities are determined under Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* and such changes are reflected in net income; and
- Yield-related other-than-temporary impairment ("OTTI") losses on bonds and redeemable preferred stocks (those losses driven by credit-spread widening or interest rate changes and not declines in the credit worthiness of the issuer or the quality of the security) are recorded when the Company intends to sell an investment at the reporting date before recovery of the cost of the investment in accordance with Interpretation of the Emerging Accounting Issues Working Group INT 06-07: *Definition of Phrase "Other Than Temporary"*. Under GAAP, OTTI losses are recognized when the Company intends to sell a security that is in an unrealized loss position or if it determines a credit-related loss has occurred.

#### Use of estimates in the preparation of the financial statements

The preparation of these financial statements in conformity with Maine Accounting Practices requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and revenues and expenses. Actual results could differ from those estimates.

### **Note 2 - Accounting Changes and Corrections of Errors**

No significant change.

### **Note 3 - Business Combinations and Goodwill**

No significant change.

### **Note 4 - Discontinued Operations**

No significant change.

### **Note 5 - Investments**

No significant change.

### **Note 6 - Joint Ventures, Partnerships and Limited Liability Companies**

No significant change.

**Note 7 - Investment Income**

No significant change.

**Note 8 - Derivative Instruments**

No significant change.

**Note 9 - Income Taxes**

No significant change.

**Note 10 - Information Concerning Parent, Subsidiaries and Affiliates**

No significant change.

**Note 11 - Debt**

No significant change.

**Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans**

No significant change.

**Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

The Company paid \$9,400,000 as an extraordinary dividend to its parent on January 27, 2009. The Maine Department approved this distribution on December 31, 2008. The dividend payable was recorded in the write-in section of the Statutory Statements of Liabilities, Capital and Surplus at December 31, 2008.

**Note 14 - Contingencies**

No significant change.

**Note 15 - Leases**

No significant change.

**Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk**

No significant change.

**Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**

A. Transfers of Receivables Reported as Sales

No significant change.

B. Transfer and Servicing of Financial Assets

No significant change.

C. Wash Sales

The Company did not have any wash sales for the period ending June 30, 2009.

**Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans**

No significant change.

**Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**

No significant change.

**Note 20 - Other Items**

No significant change.

**Note 21 - Events Subsequent**

No significant change.

**Note 22 - Reinsurance**

No significant change.

**Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination**

No significant change.

**Note 24 - Change in Incurred Losses and Loss Adjustment Expenses**

Reserves as of December 31, 2008 were \$13.3 million. As of June 30, 2009, \$11.9 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$.9 million as a result of re-estimation of unpaid claims and claim adjustment expenses principally on the comprehensive line of insurance. Therefore, there has been a \$.3 million favorable prior year development since December 31, 2008 to June 30, 2009. The resulting development does not consider health care receivables. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this decrease, the Company experienced \$.3 million of favorable prior year claim development on retrospectively rated policies. However, the business to which it relates is subject to premium adjustments.

**Note 25 - Intercompany Pooling Arrangements**

No significant change.

**Note 26 - Structured Settlements**

No significant change.

**Note 27 - Health Care Receivables**

No significant change.

**Note 28 - Participating Policies**

No significant change.

**Note 29 - Premium Deficiency Reserves**

No significant change.

**Note 30 - Anticipated Salvage and Subrogation**

No significant change.

**Statement as of June 30, 2009 of the Aetna Health Inc. (a Maine corporation)**  
**GENERAL INTERROGATORIES**

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

**PART 1 - COMMON INTERROGATORIES**

**GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]
- 2.2 If yes, date of change: .....
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No [ ]  
 If yes, complete the Schedule Y-Part 1 - Organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]
- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
N/A		

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation. Yes [ ] No [X] N/A [ ]

\_\_\_\_\_

\_\_\_\_\_

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007.....
- 6.2 State as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2007.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/14/2009.....

- 6.4 By what department or departments?  
Maine Bureau of Insurance

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

- 7.2 If yes, give full information:  
N/A

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.  
N/A

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

- 8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

- 9.11 If the response to 9.1 is No, please explain:  
N/A

- 9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).  
N/A

- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

**Statement as of June 30, 2009 of the Aetna Health Inc. (a Maine corporation)**  
**GENERAL INTERROGATORIES**

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

**PART 1 - COMMON INTERROGATORIES**

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

N/A

**FINANCIAL**

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ X ] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....0

**INVESTMENT**

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [ X ]

11.2 If yes, give full and complete information relating thereto:

N/A

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0

13. Amount of real estate and mortgages held in short-term investments: \$.....0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [ X ]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$ .....0	\$ .....0
14.22 Preferred Stock.....	\$ .....0	\$ .....0
14.23 Common Stock.....	\$ .....0	\$ .....0
14.24 Short-Term Investments.....	\$ .....0	\$ .....0
14.25 Mortgage Loans on Real Estate.....	\$ .....0	\$ .....0
14.26 All Other.....	\$ .....0	\$ .....0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ .....0	\$ .....0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$ .....0	\$ .....0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [ X ]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]  
 If no, attach a description with this statement.

16. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III. Conducting Examinations, F-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [ X ] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
State Street Bank and Trust Company	225 Franklin St., Boston, MA 02110

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
All agreements comply.		

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [ X ]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
N/A			

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
N/A		

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [ X ] No [ ]

17.2 If no, list exceptions:

N/A

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)
------------------------------	------------------------------	------------------------	------------------------	---------------	--------------------------------------	---

**NONE**

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama.....AL	N	0	0	0	0	0	0	0	0
2. Alaska.....AK	N	0	0	0	0	0	0	0	0
3. Arizona.....AZ	N	0	0	0	0	0	0	0	0
4. Arkansas.....AR	N	0	0	0	0	0	0	0	0
5. California.....CA	N	0	0	0	0	0	0	0	0
6. Colorado.....CO	N	0	0	0	0	0	0	0	0
7. Connecticut.....CT	N	0	0	0	0	0	0	0	0
8. Delaware.....DE	N	0	0	0	0	0	0	0	0
9. District of Columbia.....DC	N	0	0	0	0	0	0	0	0
10. Florida.....FL	N	0	0	0	0	0	0	0	0
11. Georgia.....GA	N	0	0	0	0	0	0	0	0
12. Hawaii.....HI	N	0	0	0	0	0	0	0	0
13. Idaho.....ID	N	0	0	0	0	0	0	0	0
14. Illinois.....IL	N	0	0	0	0	0	0	0	0
15. Indiana.....IN	N	0	0	0	0	0	0	0	0
16. Iowa.....IA	N	0	0	0	0	0	0	0	0
17. Kansas.....KS	N	0	0	0	0	0	0	0	0
18. Kentucky.....KY	N	0	0	0	0	0	0	0	0
19. Louisiana.....LA	N	0	0	0	0	0	0	0	0
20. Maine.....ME	L	63,596,200	5,721,479	0	0	0	69,317,679	0	0
21. Maryland.....MD	N	0	0	0	0	0	0	0	0
22. Massachusetts.....MA	N	0	0	0	0	0	0	0	0
23. Michigan.....MI	N	0	0	0	0	0	0	0	0
24. Minnesota.....MN	N	0	0	0	0	0	0	0	0
25. Mississippi.....MS	N	0	0	0	0	0	0	0	0
26. Missouri.....MO	N	0	0	0	0	0	0	0	0
27. Montana.....MT	N	0	0	0	0	0	0	0	0
28. Nebraska.....NE	N	0	0	0	0	0	0	0	0
29. Nevada.....NV	N	0	0	0	0	0	0	0	0
30. New Hampshire.....NH	N	0	0	0	0	0	0	0	0
31. New Jersey.....NJ	N	0	0	0	0	0	0	0	0
32. New Mexico.....NM	N	0	0	0	0	0	0	0	0
33. New York.....NY	N	0	0	0	0	0	0	0	0
34. North Carolina.....NC	N	0	0	0	0	0	0	0	0
35. North Dakota.....ND	N	0	0	0	0	0	0	0	0
36. Ohio.....OH	N	0	0	0	0	0	0	0	0
37. Oklahoma.....OK	N	0	0	0	0	0	0	0	0
38. Oregon.....OR	N	0	0	0	0	0	0	0	0
39. Pennsylvania.....PA	N	0	0	0	0	0	0	0	0
40. Rhode Island.....RI	N	0	0	0	0	0	0	0	0
41. South Carolina.....SC	N	0	0	0	0	0	0	0	0
42. South Dakota.....SD	N	0	0	0	0	0	0	0	0
43. Tennessee.....TN	N	0	0	0	0	0	0	0	0
44. Texas.....TX	N	0	0	0	0	0	0	0	0
45. Utah.....UT	N	0	0	0	0	0	0	0	0
46. Vermont.....VT	N	0	0	0	0	0	0	0	0
47. Virginia.....VA	N	0	0	0	0	0	0	0	0
48. Washington.....WA	N	0	0	0	0	0	0	0	0
49. West Virginia.....WV	N	0	0	0	0	0	0	0	0
50. Wisconsin.....WI	N	0	0	0	0	0	0	0	0
51. Wyoming.....WY	N	0	0	0	0	0	0	0	0
52. American Samoa.....AS	N	0	0	0	0	0	0	0	0
53. Guam.....GU	N	0	0	0	0	0	0	0	0
54. Puerto Rico.....PR	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands.....VI	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands.....MP	N	0	0	0	0	0	0	0	0
57. Canada.....CN	N	0	0	0	0	0	0	0	0
58. Aggregate Other alien.....OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal.....XXX		63,596,200	5,721,479	0	0	0	69,317,679	0	0
60. Reporting entity contributions for Employee Benefit Plans.....XXX		0	0	0	0	0	0	0	0
61. Total (Direct Business).....(a)	1	63,596,200	5,721,479	0	0	0	69,317,679	0	0

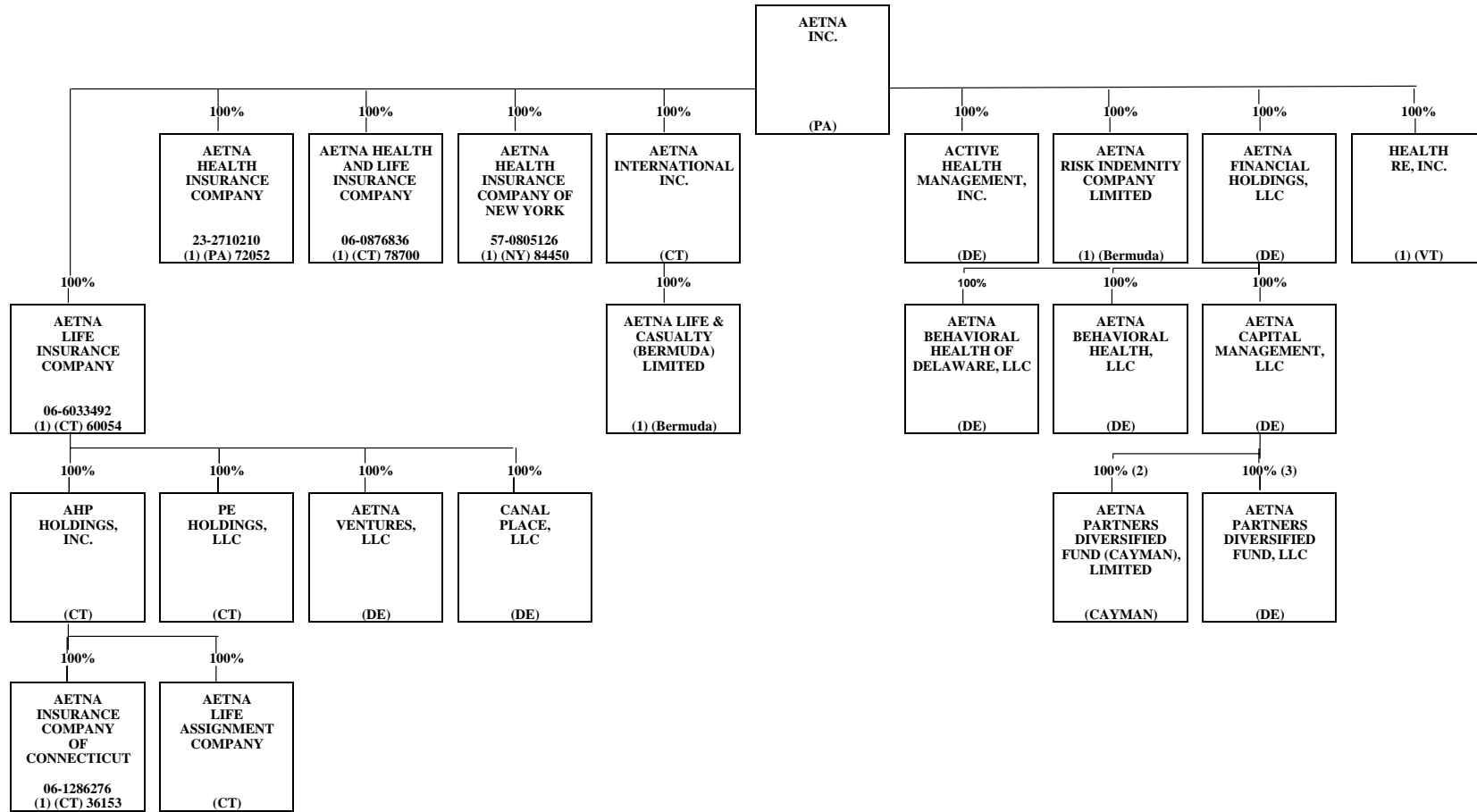
**DETAILS OF WRITE-INS**

5801.....	0	0	0	0	0	0	0	0	0
5802.....	0	0	0	0	0	0	0	0	0
5803.....	0	0	0	0	0	0	0	0	0
5898. Summary of remaining write-ins for line 58 from overflow page.....	0	0	0	0	0	0	0	0	0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above).....	0	0	0	0	0	0	0	0	0

(a) Insert the number of L responses except for Canada and Other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP**

**PART 1 - ORGANIZATIONAL CHART**



Reconciliation from 3/31/09 to 6/30/09:

(a) Add - Health Re, Inc.

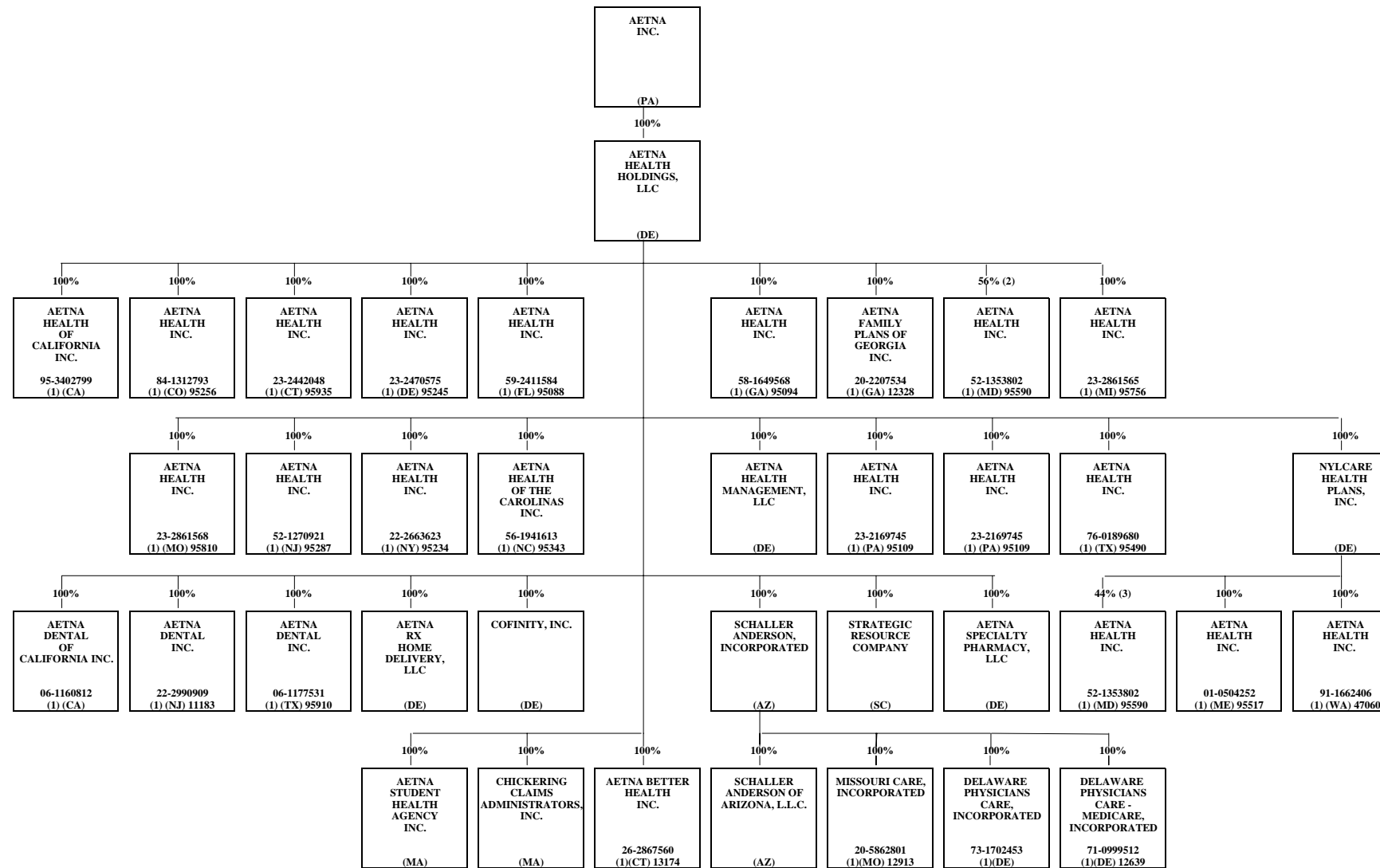
- (1) Insurers/HMO's
- (2) Aetna Life Insurance Company owns the Class C participating shares of Aetna Partners Diversified Fund (Cayman), Limited.
- (3) Aetna Life Insurance Company and Aetna Health and Life Insurance Company own substantially all of the non-managing member interests of Aetna Partners Diversified Fund, LLC.

Percentages are rounded to the nearest whole percent and are based on ownership of voting rights.

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



Reconciliation from 3/31/09 to 6/30/09:

- (a) Removed - Aetna Health of Illinois Inc.
- (b) Removed - Aetna Health Inc. (AZ)
- (c) Removed - Aetna Health Inc. (OK)
- (d) Removed - Aetna Health Inc. (TN)

- (1) Insurers/HMO's
- (2) NYLCare Health Plans, Inc. directly owns 44% of Aetna Health Inc. (MD)
- (3) Aetna Health Holdings, LLC directly owns 56% of Aetna Health Inc. (MD)

Percentages are rounded to the nearest whole percent and are based on ownership of voting rights.

Q14.1

**Statement as of June 30, 2009 of the Aetna Health Inc. (a Maine corporation)**  
**SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES**

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

**Response**

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

**Explanation:**

1.

**Bar Code:**



**NONE**

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**  
**SCHEDULE A - VERIFICATION**

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Current year change in encumbrances.....	0	0
4. Total gain (loss) on disposals.....	0	0
5. Deduct amounts received on disposals.....	0	0
6. Total foreign exchange change in book/adjusted carrying value.....	0	0
7. Deduct current year's other than temporary impairment recognized.....	0	0
8. Deduct current year's depreciation.....	0	0
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....	0	0
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	0	0
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees.....	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Total valuation allowance.....	0	0
13. Subtotal (Line 11 plus Line 12).....	0	0
14. Deduct total nonadmitted amounts.....	0	0
15. Statement value at end of current period (Line 13 minus Line 14).....	0	0

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	0	0
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and depreciation.....	0	0
9. Total foreign exchange change in book/adjusted carrying value.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....	0	0
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	28,181,793	34,380,358
2. Cost of bonds and stocks acquired.....	6,066,686	3,089,218
3. Accrual of discount.....	173,294	310,121
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	(705,918)	175,228
6. Deduct consideration for bonds and stocks disposed of.....	8,795,189	8,753,912
7. Deduct amortization of premium.....	15,316	14,605
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	1,004,615
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	24,905,350	28,181,793
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	24,905,350	28,181,793

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

**SCHEDULE D - PART 1B**

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	28,081,110	33,821,871	34,391,521	21,361	28,081,110	27,532,821	0	38,403,322
2. Class 2 (a).....	999,004	998,350	0	(24)	999,004	1,997,330	0	2,492,369
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds.....	29,080,114	34,820,221	34,391,521	21,337	29,080,114	29,530,151	0	40,895,691
<b>PREFERRED STOCK</b>								
8. Class 1.....	0	0	0	0	0	0	0	0
9. Class 2.....	0	0	0	0	0	0	0	0
10. Class 3.....	0	0	0	0	0	0	0	0
11. Class 4.....	0	0	0	0	0	0	0	0
12. Class 5.....	0	0	0	0	0	0	0	0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	29,080,114	34,820,221	34,391,521	21,337	29,080,114	29,530,151	0	40,895,691

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(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$.....4,624,801; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

**SCHEDULE DA - PART 1**

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals.....	.....1,565	.....XXX.....	.....1,565	.....17	.....0

**SCHEDULE DA - VERIFICATION**

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	.....11,981	.....208
2. Cost of short-term investments acquired.....	.....344,642	.....966,966
3. Accrual of discount.....	.....0	.....0
4. Unrealized valuation increase (decrease).....	.....0	.....0
5. Total gain (loss) on disposals.....	.....0	.....0
6. Deduct consideration received on disposals.....	.....355,058	.....955,193
7. Deduct amortization of premium.....	.....0	.....0
8. Total foreign exchange change in book/adjusted carrying value.....	.....0	.....0
9. Deduct current year's other than temporary impairment recognized.....	.....0	.....0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	.....1,565	.....11,981
11. Deduct total nonadmitted amounts.....	.....0	.....0
12. Statement value at end of current period (Line 10 minus Line 11).....	.....1,565	.....11,981

**Sch. DB-Part F-Section 1**  
**NONE**

**Sch. DB-Part F-Section 2**  
**NONE**

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

**SCHEDULE E- VERIFICATION**

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	12,701,917	7,472,743
2. Cost of cash equivalents acquired.....	60,758,666	244,810,667
3. Accrual of discount.....	45,232	333,507
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	131	0
6. Deduct consideration received on disposals.....	68,882,710	239,915,000
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/ adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	4,623,236	12,701,917
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	4,623,236	12,701,917

**Sch. A-Part 2**  
**NONE**

**Sch. A-Part 3**  
**NONE**

**Sch. B-Part 2**  
**NONE**

**Sch. B-Part 3**  
**NONE**

**Sch. BA-Part 2**  
**NONE**

**Sch. BA-Part 3**  
**NONE**

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

**SCHEDULE D - PART 3**

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
<b>Bonds - Industrial and Miscellaneous</b>									
025816 BB 4	AMERICAN EXPRESS SR 8.125% 05/20/19.....		.....05/19/2009.....	JPM-CHASE.....		.....1,000,920	.....1,000,000	.....903	1FE.....
17305E CU 7	CITIBANK CREDIT CARD IS 4.750% 10/22/12.....		.....05/05/2009.....	BARCLAY INVEST - MTN.....		.....516,250	.....500,000	.....1,187	1FE.....
260543 BW 2	DOW CHEMICAL CO NOTES 7.600% 05/15/14.....		.....05/07/2009.....	MORGAN STANLEY.....		.....498,440	.....500,000	.....0	2FE.....
654746 AD 8	NISSAN AUTO RECEIVABLES 5.160% 03/17/14.....		.....04/20/2009.....	BANC OF AMERICA-DTC.....		.....1,553,906	.....1,500,000	.....1,720	1FE.....
984121 BY 8	XEROX CORP SR NOTES 8.250% 05/15/14.....		.....05/06/2009.....	BANC OF AMERICA-DTC.....		.....499,910	.....500,000	.....0	2FE.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....					.....4,069,426	.....4,000,000	.....3,810	.....XXX.....
8399997.	Total - Bonds - Part 3.....					.....4,069,426	.....4,000,000	.....3,810	.....XXX.....
8399999.	Total - Bonds.....					.....4,069,426	.....4,000,000	.....3,810	.....XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					.....4,069,426	.....XXX.....	.....3,810	.....XXX.....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

**SCHEDULE D - PART 4**

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
<b>Bonds - U.S. Government</b>																					
912828 CE 8	US TREASURY NOTE/BOND 3.125% 04/15/2009		04/15/2009	Maturity		2,500,000	2,500,000	2,424,805	2,487,315	0	12,685	0	12,685	0	2,500,000	0	0	0	39,063	04/15/2009	1
0399999	Total - Bonds - U.S. Government					2,500,000	2,500,000	2,424,805	2,487,315	0	12,685	0	12,685	0	2,500,000	0	0	0	39,063	04/15/2009	1
<b>Bonds - U.S. Special Revenue and Special Assessment</b>																					
31371K TC 5	FED NATL MTGE ASSN POOL 6.000% 09/01/2009		06/01/2009	Paydown		109,754	109,754	110,714	110,643	0	(889)	0	(889)	0	109,754	0	0	0	2,733	09/01/2032	1
31386T CG 8	FED NATL MTGE ASSN POOL 6.000% 04/01/2009		06/01/2009	Paydown		11,987	11,987	11,537	11,555	0	432	0	432	0	11,987	0	0	0	259	04/01/2031	1
31388Y FM 9	FED NATL MTGE ASSN POOL 7.000% 09/01/2009		06/01/2009	Paydown		3,682	3,682	3,870	3,862	0	(180)	0	(180)	0	3,682	0	0	0	88	09/01/2031	1
31401J NN 4	FED NATL MTGE ASSN POOL 5.500% 06/01/2009		06/01/2009	Paydown		325,846	325,846	315,454	315,699	0	10,147	0	10,147	0	325,846	0	0	0	7,753	06/01/2033	1
31404F WY 5	FED NATL MTGE ASSN POOL 5.500% 01/01/2009		06/01/2009	Paydown		152,078	152,078	155,594	155,306	0	(3,228)	0	(3,228)	0	152,078	0	0	0	3,159	01/01/2034	1
31414A NJ 7	FED NATL MTGE ASSN POOL 6.000% 12/01/2009		06/01/2009	Paydown		114,074	114,074	116,311	116,275	0	(2,201)	0	(2,201)	0	114,074	0	0	0	2,953	12/01/2037	1
3199999	Total - Bonds - U.S. Special Revenue & Assessment					717,421	717,421	713,480	713,340	0	4,081	0	4,081	0	717,421	0	0	0	16,945	09/01/2032	1
<b>Bonds - Industrial and Miscellaneous</b>																					
717081 CZ 4	PFIZER INC SR UNSECURED 4.450% 03/05/11/2009		05/11/2009	CITIGROUP		2,117,880	2,000,000	1,997,260	0	0	21	0	21	0	1,997,283	0	120,597	120,597	12,361	03/15/2012	1FE
3899999	Total - Bonds - Industrial & Miscellaneous					2,117,880	2,000,000	1,997,260	0	0	21	0	21	0	1,997,283	0	120,597	120,597	12,361	03/15/2012	1FE
8399997	Total - Bonds - Part 4					5,335,301	5,217,421	5,135,545	3,200,655	0	16,787	0	16,787	0	5,214,704	0	120,597	120,597	68,369	03/15/2012	1FE
8399999	Total - Bonds					5,335,301	5,217,421	5,135,545	3,200,655	0	16,787	0	16,787	0	5,214,704	0	120,597	120,597	68,369	03/15/2012	1FE
9999999	Total - Bonds, Preferred and Common Stocks					5,335,301	5,217,421	5,135,545	3,200,655	0	16,787	0	16,787	0	5,214,704	0	120,597	120,597	68,369	03/15/2012	1FE

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

QE05

**Sch. DB-Part A-Section 1  
NONE**

**Sch. DB-Part B-Section 1  
NONE**

**Sch. DB-Part C-Section 1  
NONE**

**Sch. DB-Part D-Section 1  
NONE**

**Sch. E-Part 1-Cash  
NONE**

Statement as of June 30, 2009 of the **Aetna Health Inc. (a Maine corporation)**

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
<b>Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations</b>							
AMERICAN WATER CAP CORP CP 4(2) 144A.....		06/25/2009	0.950	07/17/2009	862,636	0	137
AUTOZONE INC 4-2 CP.....		06/26/2009	0.650	07/02/2009	1,574,971	0	142
BALTIMORE GAS & ELEC CO CP 3(a)3.....		06/22/2009	0.900	07/20/2009	131,937	0	30
PEPCO HOLDINGS 4 (2) 144a.....		06/29/2009	0.900	07/07/2009	2,053,692	0	102
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations.....					4,623,236	0	411
3899999. Total - Industrial and Miscellaneous (Unaffiliated).....					4,623,236	0	411
<b>Total</b>							
7799999. Subtotals - Issuer Obligations.....					4,623,236	0	411
8399999. Subtotals - Bonds.....					4,623,236	0	411
8699999. Total - Cash Equivalents.....					4,623,236	0	411

QE09